

SCHOLASTIC CORP
Form 4
October 19, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MALONEY KAREN A

(Last) (First) (Middle)

C/O CORPORATE SECRETARY,
557 BROADWAY, SCHOLASTIC
CORPORATION

(Street)

NEW YORK, NY 10012

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SCHOLASTIC CORP [SCHL]

3. Date of Earliest Transaction
(Month/Day/Year)
10/17/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Senior Vice President-Finance

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | Code | V | Amount | | |
| Common Stock | 10/17/2006 | | M | | 8,000 | \$ 27.46 | 13,071 D |
| Common Stock | 10/17/2006 | | S | | 1,048 | \$ 31.18 | 12,023 D |
| Common Stock | 10/17/2006 | | S | | 600 | \$ 31.2 | 11,423 D |
| Common Stock | 10/17/2006 | | S | | 1,286 | \$ 31.21 | 10,137 D |
| Common Stock | 10/17/2006 | | S | | 800 | \$ 31.22 | 9,337 D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|----------------------|---|
| Common Stock | 10/17/2006 | S | 1,690 | D | \$ 31.23 | 7,647 | D |
| Common Stock | 10/17/2006 | S | 500 | D | \$ 31.25 | 7,147 | D |
| Common Stock | 10/17/2006 | S | 700 | D | \$ 31.26 | 6,447 | D |
| Common Stock | 10/17/2006 | S | 1,376 | D | \$ 31.27 | 5,071 ⁽²⁾ | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee stock option (right to buy) | \$ 27.46 | 10/17/2006 | | M | 8,000 | ⁽¹⁾ 07/14/2013 | Common Stock | 8,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MALONEY KAREN A C/O CORPORATE SECRETARY, 557 BROADWAY SCHOLASTIC CORPORATION NEW YORK, NY 10012 | | | Senior Vice President-Finance | |

Signatures

Teresa M.
Connelly

10/19/2006

__Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 2,000 options vested on each of 7/14/04 and 7/14/05, and 4,000 options vested on May 30, 2006 due to the acceleration of the vesting of all of Scholastic's unvested outstanding options by Scholastic's Human Resources and Compensation Committee.
 - (2) Includes 204 shares acquired since last reported under the Scholastic Corporation Employee Stock Purchase Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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